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June 1, 2007

VIA ECFS

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Washington, D.C. 20554

GRANTED

JUN 05 2007
Christ Shum
COMPETITION POLICY DIVISION
WIRELINE COMPETITION BUREAU

Re: WC Docket No. 07-115

Amendment to Joint Application for Consent to Transfer Control of StarVox Communications, Inc. and Capital Telecommunications, Inc. to U.S. Wireless Data, Inc. and Request for Special Temporary Authority

Dear Ms. Dortch:

StarVox Communications, Inc. ("StarVox"), on its own behalf and on behalf of its wholly owned direct subsidiary, Capital Telecommunications, Inc. ("CTI"), and U.S. Wireless Data, Inc. ("USWI") (together, the "Applicants"), through undersigned counsel and pursuant to Section 63.04 of the Commission's rules, 47 C.F.R. §63.04, hereby request special temporary authority from the Commission that would allow StarVox and CTI to provide service under the ownership of USWI pending approval of their applications for transfer of control in the above-captioned proceeding ("Application").

In addition, the Applicants hereby amend the above-referenced applications to the extent necessary to withdraw their request for *nunc pro tunc* Commission authorization.¹

Applicants also amend the applications to correct a typographical error. On page 13 of each application, within the Domestic Supplement, StarVox and CTI, the transferors in this transaction, were improperly designated as transferees, and USWI, the transferee, was improperly designated as the transferor. As described elsewhere in the application, the Applicants are seeking consent to the transfer of control of StarVox and CTI to USWI, their ultimate parent.

¹ The Applicants have filed a parallel request with respect to StarVox's and CTI's international services.

As described below, this transfer of control has been consummated. The Applicants inadvertently failed to seek prior Commission authorization because they believed the merger into USWI would effect a mere non-substantial or "pro forma" transfer of control, since the purpose of the merger was for StarVox to become a publicly-traded corporation. Applicants have since learned that their transaction resulted in a substantial change in control which required prior FCC authorization. As described below, the Applicants are taking corrective actions to ensure proper FCC authorization is obtained. In the interim, the Applicants are hereby seeking Special Temporary Authority ("STA") to prevent any disruption of service to customers.

Background and Explanation

Based on the mistaken belief that its reverse merger with USWI was "non-substantial," the Applicants filed a notification of pro forma transfer of control with the Commission on April 23, 2007 (*i.e.*, within 30 days of closing). This pro forma filing has since been determined to be inappropriate given the substantial nature of the change in control effected by StarVox's reverse merger with USWI. Prior to consummating the reverse merger and after reviewing facts made available at that time, Applicants believed their transaction was pro forma because: (1) the pre-merger owners of StarVox appeared to remain the same, or substantially the same, following the merger; (2) the intended purpose of the merger was a corporate reorganization with the express objective of converting StarVox from a privately-held to publicly-held company; and (3) the pre-merger officers, directors and owners remained substantially unchanged following the merger. However, on April 27, 2007, following its review of Applicants' pro forma notice, the International Bureau advised the Applicants that the corporate reorganization effected through the reverse merger resulted in a substantial change in control and therefore required prior authorization.

Counsel is working closely and cooperatively with the FCC to ensure all necessary corrective actions are taken in an organized, coordinated and expeditious manner. Wherefore, as part of the corrective process, StarVox, on behalf of itself and its wholly-owned subsidiary CTI, hereby applies for STA:

StarVox respectfully submits that the transfer of control effected through its recent merger with USWI, a publicly-traded shell company, serves the public interest. StarVox and CTI continue to operate under the same names and operating authorities as before the merger. All existing tariffs and rates remain in place.

The transfer of control was entirely transparent to StarVox and CTI customers and did not have any adverse impact on them. StarVox and CTI continue to provide services under the StarVox and CTI names and servicemarks. The transfer of control involved no change in the entity providing telecommunications service directly to customers and the end user services, rates, terms and conditions of such services have not changed. Furthermore, the Applicants have no plans to make any changes to end user services, rates, terms and conditions in the near future. In sum, consummation of the merger did not result in any changes that are perceivable to StarVox's or CTI's customers. The only change effected by the reverse merger is in the ultimate ownership of StarVox and CTI, which now resides with USWI, a publicly-traded company.

Grant of the requested STA and approval of the transfer of control of StarVox to USWI are also in the public interest and in the interest of current StarVox and CTI customers. Granting Applicant's requests will not only provide StarVox and its subsidiary access to public financial markets, but will also provide assurances to existing customers and investors that StarVox has

the financial ability to render and expand services. StarVox, as the subsidiary of a publicly-traded holding corporation, USWI, will have access to additional sources of financing through the public markets that will further enhance its ability to provide reliable, technologically advanced, and competitively priced telecommunications, data and Internet Access services to existing customers and to grow its business and further broaden the diversity of services it can offer the public. Unwinding the transaction or otherwise penalizing StarVox by withholding or conditioning grant of the requested STA and its concurrent section 214 transfer of control application will have severe adverse consequences for the company, its investors, and most importantly, its customers. Without access to the additional sources of financing made possible through its merger with USWI, StarVox would quickly see its ability to maintain existing services diminished and its ability to fund continued operations hampered.

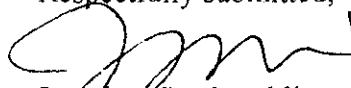
The Applicants fully understand the importance of seeking prior authorization from the FCC for substantial transfers of control. Indeed, the Applicants are fully cognizant of the FCC's critical role in the process, as reflected by StarVox's prior dealings with the Commission on a prior transaction. *See Public Notice, International Authorizations Granted*, DA No. 06-1899 (rel. Sept. 21, 2006) (pertaining to StarVox's acquisition of control of Capital Telecommunications, Inc.). The Applicants have implemented measures which will ensure that the misunderstanding that resulted in an inapplicable pro forma notice filing is not repeated in the future. The Applicants are seeking approval for the transfer of control as soon as possible after learning of their misunderstanding and are working cooperatively with the Commission to make all necessary corrective filings.

Request for Relief:
Grant of Special Temporary Authority

Grant of STA while the underlying application for substantial transfer of control is pending would serve the public interest because it will prevent potential disruption or discontinuance of service to StarVox and CTI customers. Accordingly, the Applicants request an STA for authority to transfer control of StarVox to USWI for a 180-day period or until the Commission completes its review of the underlying application. The Applicants acknowledge that grant of STA will not prejudice any action the Commission may take on the underlying application seeking Commission consent for transfer of control of StarVox to USWI. The Applicants further acknowledge that this STA can be revoked by the Commission on its own motion without a hearing.

For the foregoing reasons, the Applicants respectfully request the Commission to grant approval of the STA without delay.

Respectfully submitted,


Jonathan S. Marashlian

cc via e-mail: Sumita Mukhoty
Joann Ekblad
Jodie May
Tracey Wilson-Parker

**CERTIFICATIONS OF
STARVOX COMMUNICATIONS, INC. AND
CAPITAL TELECOMMUNICATIONS, INC.**

On behalf of StarVox Communications, Inc. ("StarVox") and its wholly-owned subsidiary, Capital Telecommunications, Inc. ("CTI") (together, "the Company"), and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, I hereby certify that neither the Company, its officers and directors, nor any party with a five percent or greater interest in the Company, is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853(a). I also hereby certify that the statements in the foregoing application are true, complete and correct to the best of my knowledge and are made in good faith.

STARVOX COMMUNICATIONS, INC.
CAPITAL TELECOMMUNICATIONS, INC.

By: Kyle L. Dickson *(Signature)*

Name: Kyle L. Dickson

Title: General Counsel

Date: June 1, 2007